

# BYLAWS OF SOUTH TEXAS LONGHORN ASSOCIATION, INC.

## A NONPROFIT CORPORATION

### ARTICLE I

#### OFFICES

##### Principal Office

- 1.01. The principal office of the corporation in the State of Texas shall be located at the office of the President for the current year. The corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

##### Registered Office and Registered Agent

- 1.02. The corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but not need be, identical with the principal office of the corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

### ARTICLE 2

#### MEMBERS

##### Classes of Members

- 2.01. The corporation shall have two classes of members. The designation of such classes and the qualification and rights of the members in such classes shall be as follows:

Regular members shall be people 18 years of age or older

Junior members shall be people under the age of eighteen years.

Both classes of members shall have voting privileges as hereinafter set out.

## ELECTION OF MEMBERS

- 2.02 Potential members of South Texas Longhorn Association, Inc. shall become full members, subject to the privileges and constraints as stated in these bylaws, by paying the membership dues for the current year. Existing members, who are current in payment of the dues, are automatically renewed as full members without further action. Any member, who has become default in the payment of dues and has had membership terminated, as stated in Paragraph 11.03, may be reinstated as full member by payment of current dues.

### Voting Rights

- 2.03. Each member shall be entitled to one vote on each matter submitted to a vote of the members.

### Termination of Membership

- 2.04. The Board of Directors, by affirmative vote of two-thirds of all the members of the Board, may suspend or expel a member for cause after an appropriate hearing and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member.
- 2.05. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

### Reinstatement

- 2.06. Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board, reinstate such former member to membership on such terms as the Board of Directors may deem appropriate.

### Transfer of Membership

- 2.07. Membership in this corporation is not transferable or assignable.

## ARTICLE 3

## MEETINGS OF MEMBERS

- 3.01. An annual meeting of the members shall be held from time to time as directed by the Board of Directors for the purpose of electing Directors and for the transaction of other business as may come before the meeting. If the day fixed for the annual meeting shall be on a legal holiday in the State of Texas, such meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as possible.

### Special Meeting

- 3.02. Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth of the members having voting rights.

### Place of Meeting

- 3.03. The Board of Directors may designate any place, either within or without the State of Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Texas; but if all of the members shall meet at any time and place, either within or without the State, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting, any corporate action may be taken.

### Notice of Meeting

- 3.04. Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than ten (10) nor more than fifty (50) days before the date of such meeting, by or at the direction of the president, or the secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

### Informal Action by Members

- 3.05. Any action required by law to be taken at a meeting of the members or any action which may be taken at a meeting of the members may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

### Quorum

- 3.06. The members holding 1/10th of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

### Proxies

- 3.07. No voting will be allowed by proxies.

### Voting by Mail

- 3.08. No voting will be allowed by mail. Only members present at the meeting shall be allowed to vote.

### Cumulative Voting

- 3.09. No cumulative voting will be allowed.

## ARTICLE 4

### BOARD OF DIRECTORS

#### General Powers

- 4.01. The affairs of the corporation shall be managed by its Board of Directors.

#### Number, Tenure, and Qualifications

- 4.02. Directors must be members in good standing of the South Texas Longhorn Association, The numbers of Directors shall be fourteen (14). Seven Directors will be elected at each Annual General Meeting for a term of two years. Initially in 1990, seven Directors will be elected for one (1) year and

seven (7) Directors for the normal two year term. Thereafter at each Annual General Meeting, seven (7) Directors will be elected for two (2) year terms. All Directors shall remain in office until his or her successor shall have been elected and qualified.

#### Regular Meetings

- 4.03. A regular annual meeting of the Board of Directors shall be held without other notice than this bylaw, immediately after, and at the same place as, the annual meeting of members. With the consent of all elected directors, and upon due notice, the Annual General Meeting of the Board of Directors may be held as soon as possible at another venue and date. The Board of Directors may provide by resolution the time and place, either within or without the State of Texas, for the holding of additional regular meetings of the Board without other notice than such resolution.

#### Special Meetings

- 4.04. Special meetings may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Texas, as the place for holding any special meetings of the Board called by them.

#### Notice

- 4.05. Notice of any special meeting of the Board of Directors shall be given at least seven days previously thereto by written notice delivered personally or sent by mail or telegram to each Director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. Any Director may waive notice of any meetings. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

### Quorum

4.06. A majority of the Board of Directors shall constitute a quorum.

### Manner of Acting

4.07. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

### Vacancies

4.08. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

### Compensation

4.09. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the corporation in other capacity and receiving compensation therefor.

### Informal Action by Directors

4.10 Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting of Directors, if a consent in writing setting forth the action so taken shall be signed by all of the Directors. For the convenience of the Directors, any action may be taken by email communication, whereby all of the Directors are so notified of the action, and where the majority of the Directors respond to the action, whether in the affirmative or in the negative, via email communication.

## ARTICLE 5

### OFFICERS

#### Officers

- 5.01. The officers of the corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

#### Election and Term of Office

- 5.02. The officers of the corporation shall be elected annually by the Board of Directors from the Board of Directors at the regular annual general meeting of the Board of Directors. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

#### Removal

- 5.03. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

#### Vacancies

- 5.04. A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

### President

- 5.05. The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the members and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of directors or by these bylaws or by statute to some other officer or Agent of the corporation; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

### Vice President

- 5.06. In the absence of the President or in the event of his inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in order of their election) shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President or Board of Directors.

### Treasurer

- 5.07. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article 7 of these bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

## Secretary

- 5.08. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; give all notices in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation, and affix the seal of the corporation to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post-office address of each member which shall be furnished to the Secretary by each member; and, in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

## Assistant Treasurers and Assistant Secretaries

- 5.09. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries in general shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

## ARTICLE 6

### COMMITTEES

#### Committees of Directors

- 6.01. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution shall have and exercise the authority of the Board of Directors in the management of the corporation. However, no such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the bylaws; electing, appointing, or removing any member of such committee or any Director or officer of the corporation; amending the articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all

of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or him by law.

#### Other Committees

- 6.02. Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation, and the President of the corporation shall appoint the members thereof. Any members thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

#### Term of Office

- 6.03. Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

#### Chairman

- 6.04. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

#### Vacancies

- 6.05. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

### Quorum

- 6.06. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

### Rules

- 6.07. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

## ARTICLE 7

### CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

#### Contracts

- 7.01. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.
- 7.02. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer, or an Assistant Treasurer and countersigned by the President or a Vice President of the corporation.

#### Deposits

- 7.03 All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositaries as the Board of Directors may select.

#### Gifts

- 7.04. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or device for the general purposes or for any special purpose of the corporation.

## ARTICLE 8

### CERTIFICATE OF MEMBERSHIP

#### Certificates of Membership

- 8.01. The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or a Vice President and by the Secretary or an Assistant Secretary and shall be sealed with the seal of the corporation. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued therefor on such terms and conditions as the Board of Directors may determine.

#### Issuance of Certificates

- 8.02. When a member has been elected to membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in his name and delivered to him by the Secretary, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Paragraph 8.01 of this Article 8.

## ARTICLE 9

### BOOKS AND RECORDS

- 9.01. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE 10

FISCAL YEAR

- 10.01. The fiscal year of the corporation shall begin on the first day of May and end on the last day of April in each year.

ARTICLE 11

DUES

Annual Dues

- 11.01. The Board of Directors may determine from time to time the amount of initiation fee, if any, and the annual dues payable to the corporation by members of each class.

Payment of Dues

- 11.02. Dues shall be payable in advance on the first day of May in each fiscal year. New members joining for the first time, who join in the last quarter of the fiscal year (February through April) will have their dues applied to the next fiscal year. This time extension benefit is not applicable to current members who make payment of dues in the last quarter of the fiscal year.

Default and Termination of Membership

- 11.03. When any member of any class shall be in default in the payment of dues for a period of six (6) months from the beginning of the fiscal year or period for which such dues become payable, his membership will be thereupon be automatically terminated.

ARTICLE 12

SEAL

- 12.01. The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal of South Texas Longhorn Association, Inc."

## ARTICLE 13

### WAIVER OF NOTICE

- 13.01. Whenever any notice is required to be given under the provisions of the Texas Non-profit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## ARTICLE 14

### AMENDMENTS TO BYLAWS

- 14.01. These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a 2/3 majority of the members present at any regular meeting or at a special meeting of the members if at least ten days written notice is given of an intention to alter, amend, or repeal these bylaws or to adopt new bylaws at such meeting.

- \* Note: The above constitutes the Bylaws as amended by the Board of Directors and approved by the membership on 10/14/06.